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**LAW OFFICES OF  
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March 12, 2012

**SURFACE TRANSPORTATION BOARD**  
600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 12, 2012. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

JPMorgan Chase Bank, N.A.  
1111 Polaris Parkway, Suite A3 (OH1-1085)  
Columbus, OH 43240

Lessee:

Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas TX 75207

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 covered hopper cars numbered AGPX 11001-11100, inclusive, to be renumbered TILX 55090-55189, inclusive.

A fee of \$ 41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

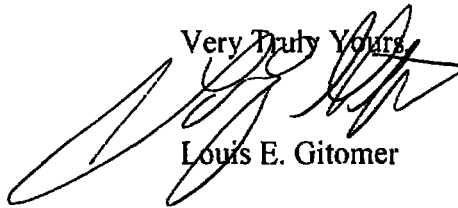
Ms. Cynthia T. Brown

March 12, 2012

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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas TX 75207, covering 100 covered hopper cars numbered AGPX 11001-11100, inclusive, to be renumbered TILX 55090-55189, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is stylized with a large, sweeping initial 'L' and a prominent star-like flourish at the end.

Louis E. Gitomer

Enclosures

RECORDATION NO. 30117 FILED

MAR 12 '12 -2 34 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of March 12, 2012**

**between**

**TRINITY INDUSTRIES LEASING COMPANY,  
as Lessee,**

**and**

**JPMORGAN CHASE BANK, N.A.,  
as Lessor**

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## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 12, 2012, by and between JPMORGAN CHASE BANK, N.A. ("Lessor") and TRINITY INDUSTRIES LEASING COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of March 1, 2012, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of March 12, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: James M. Guidarelli  
Name: James M. Guidarelli  
Title: Authorized Officer

STATE OF OHIO )  
COUNTY OF FRANKLIN ) ss.

On this 12<sup>th</sup> day of March, 2012, before me appeared James M. Guidarelli, the person who signed this instrument, who acknowledged that (s)he is the Authorized Officer of JPMORGAN CHASE BANK, N.A. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Christine A. Adkins  
Notary Public

My commission expires:

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CHRISTINE A. ADKINS  
Notary Public, State of Ohio  
My Commission Expires Dec. 25, 2013

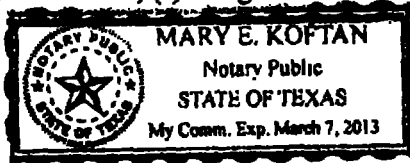
TRINITY INDUSTRIES LEASING COMPANY

By: C. Lance Davis  
Name: C. Lance Davis  
Title: Vice President

STATE OF TEXAS )  
COUNTY OF Dallas ) ss.

On this 12<sup>th</sup> day of March, 2012, before me appeared C. Lance Davis,  
the person who signed this instrument, who acknowledged that (s)he is the  
Vice President of TRINITY INDUSTRIES LEASING COMPANY and that,  
being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Mary E. Koftan  
Notary Public

My commission expires:

March 7, 2013

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One hundred (100) 2011 Trinity 5461 c.f. Covered Hopper Railcars currently marked and numbered AGPX 11001 through 11100 inclusive (to be marked and numbered TILX 55090 through 55189 inclusive).